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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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NOTICE OF FILING OF REVISED SALE ORDER AND FIRST AMENDMENT TO
MASTER SALE AND PURCHASE AGREEMENT AMONG DELPHI CORPORATION AND
BEIJINGWEST INDUSTRIES CO., LTD. IN CONNECTION WITH DELPHI'S BRAKES
AND RIDE DYNAMICS BUSINESSES SALE MOTION (DOCKET NO. 16533)

PLEASE TAKE NOTICE that on March 31, 2009, the Debtors filed the Motion For Orders Under 11 U.S.C. §§ 363, 365, 1123, And 1146 And Fed. R. Bankr. P. 2002, 6004, 6006, And 9014 (A)(I) Approving Bidding Procedures, (II) Granting Certain Bid Protections, (III) Approving Form And Manner of Sale Notices, And (IV) Setting Sale Hearing Date And (B) Authorizing And Approving (I) Sale Of Debtors' Assets Comprising Debtors' Brakes And Ride Dynamics Businesses Free And Clear Of Liens, Claims, And Encumbrances, (II) Assumption And Assignment of Certain Executory Contracts And Unexpired Leases, And (III) Assumption Of Certain Liabilities (Docket No. 16533) (the "Motion").

PLEASE TAKE FURTHER NOTICE THAT through the Motion, the Debtors are seeking entry of an order (the "Sale Order") authorizing the Debtors to, among other things, sell certain of the Selling Debtor Entities'¹ assets and properties primarily used in the Selling Debtor Entities' brakes business (the "Brakes Business") and ride dynamics business (the "Ride Dynamics Business," and together with the Brakes Business, the "Sale Businesses") free and clear of liens, claims, and encumbrances, except for Permitted Encumbrances as defined in the Agreement, to BeijingWest Industries Co., Ltd. and certain of its affiliates (the "Buyer") pursuant to the Master Sale and Purchase Agreement dated March 30, 2009 by and among the Selling Debtor Entities, certain non-Debtor affiliates (together with the Selling Debtor Entities, the "Sellers"), and the Buyer (the "Agreement"). The Sale Order and the Agreement were filed with the Bankruptcy Court on March 31, 2009 as Exhibits C and D, respectively, to the Motion.

PLEASE TAKE FURTHER NOTICE THAT the Sellers and Buyer have agreed to amend the Agreement and have executed the First Amendment To Master Sale And Purchase Agreement Among Delphi Corporation And BeijingWest Industries Co., Ltd., dated as of May

¹ Under the Agreement, the Selling Debtor Entities are Delphi Corporation, Delphi Automotive Systems LLC, and Delphi Technologies, Inc.

20, 2009 (the "Amendment"). A copy of the Amendment is attached hereto as Exhibit A. A copy of the revised Sale Order, marked to show changes from the form of order attached to the Motion, is attached hereto as Exhibit B, which changes incorporate provisions contemplated in paragraph 8(b) of the Bidding Procedures Order.² Filing of the Amendment and revised Sale Order does not represent an admission by the Debtors that any of the modifications to the Amendment or the Sale Order are material. The Debtors will be seeking approval of the Amendment and the revised Sale Order at the hearing on May 21, 2009.

² See Order Under 11 U.S.C. §§ 363 and 1123 and Fed. R. Bankr. P. 2002 and 9014 (I) Approving Bidding Procedures, (II) Granting Certain Bid Protections, (III) Approving Form and Manner of Sale Notices, and (IV) Setting Sale Hearing Date in Connection with Sale of Brakes and Ride Dynamics Businesses (Docket No. 16588), dated May 1, 2009.

PLEASE TAKE FURTHER NOTICE THAT copies of the Amendment and the Sale Order, as modified, as well as other documents related to the Motion, can be obtained at <http://www.nysb.uscourts.gov> or free of charge at <http://www.delphidocket.com> or, upon reasonable written request, from the Case Administration Agent, Kurtzman Carlson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90242, Att'n: Delphi Corporation, et al.

Dated: New York, New York
May 20, 2009

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